

CORPORATE GOVERNANCE 2016

Corporate governance

Lassila & Tikanoja plc (“L&T” or “the company”) is a public limited liability company that is registered in Finland and listed on Nasdaq Helsinki Oy. In its decision-making and administration, L&T complies with the Finnish Companies Act, other regulations governing listed companies and the Articles of Association of L&T.

In addition, the company complies with the Guidelines for Insiders issued by Nasdaq Helsinki Oy and the Corporate Governance recommendations for Finnish listed companies.

Corporate Governance Statement 2016

The company complies with the Finnish Corporate Governance Code issued by the Securities Market Association on 1 October 2015. L&T has not deviated from the recommendations of the Code. The Code is available on the website of the Securities Market Association at www.cgfinland.fi.

This statement was prepared in accordance with the Corporate Governance Code recommendation concerning reporting and is issued separately from the Report of the Board of Directors. The company’s Audit Committee has reviewed this statement.

The consolidated financial statements and interim reports have been prepared in accordance with the IFRS reporting standards approved for use in the EU, the Securities Market Act, the standards imposed by the Financial Supervisory Authority, and the rules of Nasdaq Helsinki. The Report of the Board of Directors and the parent company’s financial statements have been prepared in accordance with the Accounting Act and the instructions and statements issued by the Accounting Board.

The Annual General Meeting, the Board of Directors and its two committees, and the President and CEO, assisted by the Group Executive Board, are responsible for company administration and operations.

General Meeting of Shareholders

The Annual General Meeting is the supreme decision-making body of L&T. The Annual General Meeting decides on the matters stipulated in the Companies Act, such as the acceptance of the financial statements and proposed dividend, the release from liability of members of the Board of Directors and the President and CEO, the election of the members of the Board of Directors and the auditors, and the compensation paid to them.

The Annual General Meeting is held by the end of April. When considered necessary, an Extraordinary General Meeting is convened to deal with a specific proposal made to a General Meeting. General Meetings are convened by the Board of Directors.

Each share of L&T entitles the holder to one vote. According to the Articles of Association, at a General Meeting no shareholder may cast more than one fifth of the total number of votes represented at the meeting.

Shareholders are convened to a General Meeting by a notice published on the company’s website. The Board of Directors’ proposals and the notice to the meeting are also disclosed in a stock exchange release.

In addition, if the Board of Directors so decides, the company may also announce the date and venue of the General Meeting and the address of the company's website in a newspaper during the same timeframe. The prospective director candidates and the proposed auditor are disclosed in the notice or in a separate stock exchange release before the General Meeting.

The notice of the General Meeting and the related documents will be available on the company's website http://www.lassila-tikanoja.fi/en/company/investors/Annual_General_Meeting/ no later than 21 days before the General Meeting.

The members of the Board of Directors, President and CEO, principal auditor and prospective directors attend the General Meeting, unless there are well-founded reasons for their absence.

The minutes of the General Meeting will be available on the company's website within two weeks of the General Meeting.

General Meeting in 2016

The Annual General Meeting was held in Helsinki on 17 March 2016. The meeting was attended by shareholders representing 50.3 per cent of the votes. All Board members, the President and CEO, and the principal auditor attended the meeting.

Board of Directors

Duties of the Board of Directors

The Board of Directors is responsible for the management of the company, the proper arrangement of the company's operations, and the proper arrangement and supervision of the company's accounting and financial management. The Board of Directors decides upon matters that are of major importance, in view of the scope and size of the operations of the company. The Board of Directors is also responsible for the duties specified in the Companies Act and the Articles of Association, and in other regulations.

The duties of the Board are defined in a written charter adopted in 2016, which the Board complies with in addition to the Articles of Association and Finnish laws and regulations.

Duties of the Board of Directors:

- confirming the company's goals
- deciding on the corporate strategy and confirming divisional strategies
- establishing a dividend policy and being responsible for the development of the shareholder value
- deciding on the Group structure and organisation
- ensuring the operation of the management system
- handling and adopting interim reports, consolidated financial statements and annual reports
- confirming the Group's operating plan, budget and investment plan
- deciding on strategically or financially significant investments, corporate acquisitions, disposals or other arrangements as well as financing arrangements and contingent liabilities
- confirming treasury, disclosure and risk management and insurance policies as well as internal control policy
- nominating and dismissing the President and CEO and monitoring and evaluating his work

- deciding on the nomination, remuneration and other financial benefits of the President and CEO's immediate subordinates

Composition and election of the Board of Directors

The number of Board members and the composition of the Board shall be such that they enable the Board of Directors to see to its duties efficiently. In the election of Board members, the aim is to ensure that the Board of Directors as a whole supports the company's business and its development. The composition of the Board shall take into account the requirements set by the company's business operations and strategic objectives. Both genders shall be represented in the Board of Directors.

In accordance with the Articles of Association, L&T's Board of Directors comprises a minimum of three members and a maximum of seven. The practice applied in the preparation of the proposal concerning the composition of the Board of Directors is to have major shareholders prepare proposals concerning the Board. The members of the Board of Directors are elected by the Annual General Meeting. The term of a member of the Board of Directors expires at the end of the next Annual General Meeting following his/her election. A person who has attained the age of 70 cannot be elected to the Board of Directors. The Board elects a Chairman and a Vice Chairman from among its members.

The biographical details of the member candidates will be available on the company's website before the General Meeting.

The company's President and CEO and CFO usually participate in Board meetings. Where necessary, such as in conjunction with discussing the strategy or annual plan, the meetings are also attended by other members of L&T's Group Executive Board. The company's General Counsel acts as the secretary of the Board of Directors.

The evaluation of the performance and working methods of the Board is conducted annually as an internal self-evaluation.

The Board of Directors has evaluated the independence of its members in accordance with recommendation 10 of the Corporate Governance Code. All of the members of the Board of Directors are independent of both the company and its major shareholders.

The Board of Directors in 2016

The 2016 Annual General Meeting elected the following six persons to the company's Board of Directors: Mr Heikki Bergholm, Chairman, Mr Eero Hautaniemi, Vice Chairman, Mr Teemu Kangas-Kärki, Ms Laura Lares, Mr Sakari Lassila and Mr Miikka Maijala. Information on their holdings in the company and their remuneration is provided in the Remuneration Statement in the Annual Report in the section Remuneration and shareholding of the Board members.

The Board of Directors met 14 times during 2016, three of which were held as telephone conferences and one without convening. The average attendance rate of the members at the meetings was 99 per cent.

Key themes in Board work included strategy and directing and supporting its implementation, monitoring strategic projects, developing the business portfolio and directing risk management.

Meeting attendance of Board members 1 Jan.–31 Dec. 2016

	Board of Directors	Audit Committee	Personnel Committee
Heikki Bergholm	14/14		4/4
Eero Hautaniemi	14/14	5/5	
Teemu Kangas-Kärki*	10/10	4/4	
Laura Lares	14/14	1/1	3/3
Sakari Lassila	14/14	5/5	
Miikka Maijala	14/14		4/4

* Member of the Board from 17 March 2016

The Board of Directors met four times before 17 March 2016 and 10 times thereafter. The Audit Committee met once before 17 March 2016 and four times thereafter. The Personnel Committee met once before 17 March 2016 and three times thereafter.

Board members

Heikki Bergholm

born 1956, M.Sc. (Eng.)

Chairman of the Board since 2011 and member since 2008, Chairman of the Personnel Committee since 2011 and member since 2010, independent member

Work experience:

Suominen Corporation Oyj: President and CEO 2002–2006

The former Lassila & Tikanoja Group: President and CEO 1998–2001, Vice President 1997–1998, President of business units 1986–1997

Lassila & Tikanoja Oy: CFO 1985–1986

Industrialisation Fund of Finland Ltd: Researcher and development manager 1980–1985

Other key positions:

Solidium Oy (2013–2016). Lakan Betoni Oy (1986–, COB), Maillefer International Oy (2010–2014), Finnish Foundation for Cardiovascular Research (2013–), MB Funds (2002–), Forchem Oy (2007–2013), Componenta (2003–2012, COB), Kemira Oyj (2004–2007), Pohjola-Yhtymä Oyj (2003–2005), Sponda Oyj (1998–2004) and Suominen Corporation (2006–2011)

Eero Hautaniemi

born 1965, M.Sc. (Econ.)

President and CEO of Oriola-KD Corporation 2006–

Vice Chairman of the Board since 2011 and member since 2007, Chairman of the Audit Committee since 2011 and member since 2009, independent member

Key work experience:

GE Healthcare Finland Oy: President 2004–2005

GE Healthcare IT: General Manager, Oximetry, Supplies and Accessories business area 2003–2004

Instrumentarium Corporation: positions in financial and business management 1990–2003

Other key positions:

Finnish Commerce Federation (2014–), Ecostream Oy (2012–2013), L&T Recoil Oy (2010–2012), Nurminen Logistics Oy (2009–2012)

Teemu Kangas-Kärki

born 1966, M.Sc. (Econ.)

COO, CFO and Deputy CEO of Fiskars Corporation 2014–

Member of the Board and the Audit Committee since 2016, independent member

Key work experience:

Fiskars Corporation: President, Home Business Area 2012–2014, CFO 2008–2012

Alma Media Corporation: CFO 2003–2008

Kesko Oyj: Vice President, Corporate Controller 2002–2003, Corporate Business Controller 2000–2001

Nestlé Finland Ltd: Finance Director 1999–2000

Smith & Nephew Oy: Finance Manager 1996–1998

Unilever Oy & GmbH: Marketing Controller & Internal Auditor 1992–1996

Laura Lares

born 1966, Ph.D in Technology

Managing Director of Woimistamo Oy 2012–

Member of the Board since 2014, member of the Audit Committee 2014–2015, member of the Personnel Committee since 2016, independent member

Key work experience:

Kalevala Koru Oy & Lapponia Jewelry Oy: Managing Director 2007–2012

UPM Kymmene Corporation: Director of Wood Products Division, Director of Business Development & Human Resources 2004–2006

Other key positions:

Lappeenranta University of Technology (2009–), Woikoski Oy (2012–2016), Aalef Oy (2013–2016), Kr-tiimi Oy (2013–2016), Kinkaronkka Oy (2014–2016)

Sakari Lassila

born 1955, M.Sc. (Econ.)

Managing Director and partner of Indcrea Oy

Member of the Board and the Audit Committee since 2011, independent member

Key work experience:

Cupori Group Oy: member of the Management Board (2008–2014), Managing Director of Cupori AB (2012–2014)

Carnegie Investment Bank AB, Finland Branch: executive positions 2002–2005

Alfred Berg Finland Oyj: executive positions within investment banking 1994–2002

Citibank Oy: head of corporate bank 1991–1994

Union Bank of Finland: supervisory and executive positions 1983–1991

Other key positions:

Evald and Hilda Nissi Foundation, Vice Chairman of the Board (member 1987–), Aplagon Oy, Chairman of the Board (2009–)

Miikka Maijala

born 1967, M.Sc. (Eng.)

CEO of Clinius Ltd 2006–

Member of the Board since 2010, member of the Audit Committee 2010–2015, member of the Personnel Committee since 2016, independent member

Key work experience:

GE Healthcare Finland Oy: Business Segment Manager 2004–2006

Instrumentarium Corporation (now GE Healthcare Finland Oy): Director, Business Development 2000–2004

Instrumentarium Corporation: supervisory and executive positions within sales, marketing and financial management 1992–2000

Meeting practice

The Board of Directors convenes as often as its tasks require. It confirms its annual, regular meetings. Meetings held annually prior to the publication of the financial statements and each interim report as well as strategy, budget and other meetings confirmed in the annual programme of the Board are considered regular meetings. In addition to regular meetings, the Board can hold extraordinary meetings.

Minutes are prepared of Board meetings, subject to the signature of members of the Board of Directors participating in the meeting as well as the President and CEO of the company and secretary to the Board. These minutes are kept at the company's headquarters.

The President and CEO is responsible for ensuring that the Board is provided with sufficient information for assessing the operations and financial situation of the company.

He also supervises and reports to the Board on the implementation of the Board's decisions.

Committees

The Board has an Audit Committee and a Personnel Committee.

Audit Committee

The Audit Committee consists of at least three members, who are elected annually by the Board of Directors from among its members for the duration of the Board's term. The majority of the members of

the Audit Committee shall be independent of the company and at least one member shall be independent of any major shareholders of the company. On an annual basis, the Board of Directors shall likewise select one member as Chairman of the committee, for the term of the Board. The members of the Audit Committee shall have the qualifications necessary to perform the responsibilities of the committee, in particular, sufficient knowledge of bookkeeping, accounting and financial statements practices.

The duties and operating principles of the audit committee are defined in a charter approved by the Board of Directors. The Audit Committee will convene at least four times a year.

The duties of the Audit Committee include:

- monitoring the financial position and financing of the Group
- monitoring the reporting process of financial statements
- supervising the financial reporting process
- monitoring the efficiency of the company's internal control, internal audit and risk management systems
- reviewing the operating principles of the company's internal control
- reviewing the plans and reports of the company's internal audit
- reviewing the company's corporate governance statement, including the description of the main features of internal control and risk management systems pertaining to the financial reporting process
- monitoring the statutory audit of the financial statements and consolidated financial statements
- evaluating the independence of the auditing company
- evaluating the provision of non-audit services to the company by the auditing firm
- preparing the proposal and/or recommendation concerning the auditor of the company
- maintaining contact with the company's auditor and reviewing the reports prepared for the committee by the auditor
- assessment of compliance with laws and provisions.

As of 17 March 2016, the members of the Audit Committee are Eero Hautaniemi, Chairman, and members Teemu Kangas-Kärki and Sakari Lassila. The Audit Committee met five times in 2016. The attendance rate of the members at the meetings was 100 per cent.

Personnel Committee

The Personnel Committee has at least three members, who are elected annually by the Board of Directors from among its members for the duration of the Board's term. On an annual basis, the Board of Directors shall likewise select one member as Chairman of the committee, for the term of the Board. In compliance with the Corporate Governance Code for listed companies in Finland, the members must be independent of the company. The committee will convene at least twice a year.

The duties of the Personnel Committee include:

- handling, evaluating and making statements on the salary structure of the Group management and personnel as well as remuneration and incentive schemes

- monitoring the functionality of the remuneration systems to ensure that the management's incentive schemes promote the achievement of the company's targets and are based on personal performance
- handling and preparing other questions related to management and personnel remuneration and drafting statements to the Board regarding them
- handling and preparing executive appointment issues for consideration by the Board of Directors.

As of 17 March 2016, the Personnel Committee comprises Heikki Bergholm, Chairman and Miikka Maijala and Laura Lares as members. The Personnel Committee met four times in 2016. The attendance rate of the members at the meetings was 100 per cent.

CEO and Group Executive Board

L&T's President and CEO is appointed by the Board of Directors. The President and CEO is responsible for day-to-day operations in keeping with the instructions of the Board of Directors. He is also responsible for the strategy process. The President and CEO is Pekka Ojanpää.

The Group Executive Board assists the President and CEO in the management of the company. Information on the Group Executive Board members' holdings in the company and their remuneration is provided in the Remuneration Statement in the Annual Report in the section Remuneration and shareholding of the Group Executive Board members.

Group Executive Board members

Pekka Ojanpää

born 1966, M.Sc. (Econ.)

President and CEO since 2011 and Vice President, Facility Services 1 December 2015–30 June 2016

Kemira Oyj: President, Municipal & Industrial segment 2008–2011; President, Kemira Specialty business area 2006–2008; Executive Vice President of Procurement & Logistics 2005–2006

Nokia Oyj: Vice President, Electromechanics Supply Line Management 2001–2004; Managing Director of Nokia Hungary 1998–2001; sales and logistics managerial positions in Nokia Mobile Phones 1994–1998

Other key positions:

Ilmarinen Mutual Pension Insurance Company: Supervisory Board member (2012–), Kiinteistöyönantajat ry: Board member (2013–), Technopolis Oy: Board member (2014–)

Timo Leinonen

born 1970, M.Sc. (Admin.)

CFO since 2013

Ixonos Plc: CFO 2008–2012

Suomen Terveystalo Oyj: CFO 2006–2008

Tieto-X Plc: CFO 2002–2006, business controller 2000–2002

APT Sijoitus Oy: Financial Advisor 1999–2000

Uusimaa Regional Tax Office: Tax Auditor 1998–1999

Petri Salerno

born 1970, QBA

Vice President, Environmental Services since 2013

Lassila & Tikanoja plc: Business Director, Environmental Services 2009–2012; Sales Director, Environmental Services 2003–2009; Sales Manager, Environmental Services 2001–2003

Europress Oy: Sales Director 1998–2001, managerial positions in sales 1995–1998

Antti Tervo

born 1978, M.Sc. (Econ.)

Vice President, Industrial Services since 2015

Lassila & Tikanoja plc: Chief Officer responsible for procurement and supply chain, 2012–2014

Siemens, North West Europe: Head of Commodity Management 2009–2012; Project Manager, Procurement and Supply Chain Management 2008–2009

Siemens Oy: Director, Procurement 2005–2009; Procurement Manager 2003–2005; Supply Chain Consultant 2001–2003

Kirsi Matero

born 1968, M.Sc. (Econ.)

HR Director since 2012

Atria Oyj: Group Vice President, Human Resources 2010–2011

Pfizer Oy: HR Director 2007–2010

Nokia Mobile Phones: Senior Business HR Manager 2004–2007

Nokia Mobile Phones and Nokia Networks: Business HR Manager and Competence Development Manager 1998–2003

Adulta Oy: Programme Manager 1996–1998

Shell Oil Products: Product Manager 1994–1995

Tuomas Mäkipeska

born 1978, M.Sc. (Econ.)

Development Director since 2012 and Vice President, Renewable Energy Sources since 2015

Deloitte: Management Consultant, Strategy & Operations 2005–2012

Fiskars Corporation: Project Manager 2004–2005

Rieter Automotive Management AG: Market Analyst 2003

Tapiola Group: Finance Assistant 2000–2002

Tutu Wegelius-Lehtonen

born 1970, Lic. Tech.

Vice President, Facility Services since 1 July 2016, Chief Procurement Officer 16 February 2015–30 June 2016.

Hartwall Oy: Operations and Supply Chain Director 2014

Rexel Finland Oy: Director of Marketing and Business Development 2011–2014

YIT: managerial positions in procurement and logistics 2004–2008 and in YIT's Building Services and Building and Industrial Services divisions 2009–2011

Ensto: Director, Production and Logistics 1998–2004

Tomi Kontinen

born 1967, B.Eng. (Logistics)

Director, Supply Chain since 1 July 2016

Wihuri/Wipak Group: Director, Group Sourcing 2012–2014 and Director, Group Supply Chain Management 2014–2016

Tikkurila Group: VP, Global Sourcing 2006–2011

Nokia Group: Sourcing & Logistics Manager 1995–2006

Jorma Mikkonen

born 1963, Master of Laws

Director, Corporate Relations and Responsibility since 2012

Lassila & Tikanoja plc: Vice President, Environmental Services 2009–2012, Vice President, Industrial Services 2000–2009

Säkkiväline Oy: Administrative Director 1999–2000, Corporate Lawyer 1992–1999

Helsinki Finnish Saving Bank: Corporate Lawyer 1991–1992

Remuneration

Remuneration Statement

The Finnish Corporate Governance Code requires the disclosure of a remuneration statement. This statement was prepared in accordance with the Corporate Governance Code recommendation concerning reporting.

Remuneration and shareholding of the Board members

The Annual General Meeting determines the emoluments payable to the members of the Board of Directors in advance, for one year at a time.

In 2016, the following annual fees were decided to be paid: Chairman EUR 46,250, Vice Chairman EUR 30,500 and each member EUR 25,750. The fees are paid so that 40% of the annual fee is in L&T shares held by the company or, if this is not feasible, shares acquired from the markets, and 60% in cash. Shares are to be issued to Board members and, where necessary, acquired directly from the markets on behalf of Board members within the next 14 trading days, free from restrictions on trading, from the Annual General

Meeting. In addition, meeting fees are paid to the members of the Board of Directors as follows: EUR 1,000 to the Chairman, EUR 700 to the Vice Chairman and EUR 500 to each member for each meeting. Meeting fees are also paid to the Chairmen and members of committees established by the Board of Directors: EUR 700 to the Chairman of a committee and EUR 500 to each member for each meeting.

The members of the Board are not included in the company's share-based incentive schemes and they do not have any pension contracts with the company.

In 2016, the Board of Directors met 14 times, the Audit Committee five times and the Personnel Committee four times.

In 2016, the Chairman of the Board of Directors was Heikki Bergholm and the Vice Chairman was Eero Hautaniemi. Eero Hautaniemi was Chairman of the Audit Committee, with Sakari Lassila and Teemu Kangas-Kärki as members. Heikki Bergholm was Chairman of the Personnel Committee, with Miikka Maijala and Laura Lares as members.

In 2016, the fees decided by the Annual General Meeting were paid to the Board of Directors.

Remuneration paid to the members of the Board of Directors 1 Jan.–31 Dec. 2016

	Annual fee, EUR*	Meeting fees, EUR	2016 total, EUR	2015 total, EUR
Heikki Bergholm	46,250	14,800	61,050	58,050
Eero Hautaniemi	30,500	11,900	42,400	40,300
Teemu Kangas-Kärki	25,750	6,000	31,750	-
Laura Lares	25,750	8,000	33,750	32,750
Sakari Lassila	25,750	8,500	34,250	32,750
Miikka Maijala	25,750	8,000	33,750	32,250

* 40% of the annual fee is paid in L&T shares held by the company or, if this is not feasible, shares acquired from the markets.

Shares held by the members of the Board of Directors

	31.12.2016	Percentage of shares and votes	1.1.2016
Heikki Bergholm	827,050	2.13%	825,885
Eero Hautaniemi	13,103	0.03%	12,335
Teemu Kangas-Kärki	649	0.00%	-
Laura Lares	1,972	0.00%	1,323
Sakari Lassila	11,255	0.03%	10,606
Miikka Maijala	73,159	0.19%	72,510
Total	927,188	2.38%	922,659

Remuneration and shareholding of the Group Executive Board members

The Board of Directors determines the salaries, bonuses and other benefits of the President and CEO and the direct subordinates of the President and CEO. The Board has established a Personnel Committee. The

duties of the committee include handling and preparing questions related to management and personnel remuneration and drafting statements to the Board regarding them.

The remuneration of the President and CEO and the other members of the Group Executive Board consists of a fixed monthly salary and benefits, a compensation scheme and a share-based incentive programme.

The President and CEO and the other members of the Group Executive Board are included in the share-based incentive programmes directed to the key personnel of the company. The basis for the determination of the reward is decided annually by the Board of Directors. Rewards to be paid for the year 2016 will be based on the Group's EVA result. The maximum share-based payment may equal 4–12 months' salary depending on the responsibilities of the member of the Group Executive Board. The decision on the remuneration is made by the Board of Directors based on the statement drafted by the Personnel Committee.

The company has also provided a bonus scheme, the criteria of which are determined annually in advance by the Board of Directors. The bonus is based on operating profit excluding non-recurring items and it may equal 3–6 months' salary, at maximum, depending on the responsibilities of the member of the Group Executive Board. The decision on the remuneration is made by the Board of Directors based on the statement drafted by the Personnel Committee.

Separate emoluments are not paid to the President and CEO and other members of the Group Executive Board for the memberships of Boards of Directors of the subsidiaries.

The President and CEO and other members of the Group Executive Board are not covered by any supplementary pension scheme.

Service contract of the President and CEO

A written service contract has been drawn up for the President and CEO. According to the contract, the period of notice is six months should the company terminate the contract, and six months should the President and CEO terminate the contract. In the event that the company terminates the contract, the President and CEO will be paid compensation amounting to twelve (12) months' salary. The company has taken out statutory pension and accident insurance for the President and CEO.

Remuneration of the President and CEO and other management in 2016

In 2016, the salary of the President and CEO totalled EUR 670,555, which includes EUR 585,732 in salaries and benefits and EUR 84,823 in bonuses. The salary and fringe benefits of the President and CEO include EUR 161,628 in share rewards.

The salaries paid to the other members of the Group Executive Board totalled EUR 1,573,622, which includes EUR 1,424,340 in salaries and benefits and EUR 149,222 in bonuses. The salaries and fringe benefits of the Group Executive Board include EUR 211,350 in share rewards. The figures include salaries for the period during which the persons in question were members of the Group Executive Board.

Share-based payments of 5,944 shares will be paid to the President and CEO and a total of 10,166 shares to other members of the Group Executive Board for the year 2016.

In 2016, EUR 8,000 arising from the pension agreement of Jari Sarjo, who served as the President and CEO until 13 June 2011, was recognised in the income statement.

Shares held by the Group Executive Board

	31 Dec. 2016	1 Jan. 2016
Pekka Ojanpää	35,524	30,492
Timo Leinonen	5,582	4,424
Petri Salermo	10,299	8,726
Antti Tervo	4,808	3,650
Kirsi Matero	5,082	4,370
Tuomas Mäkipeska	4,662	3,950
Tutu Wegelius-Lehtonen	555	0
Tomi Kontinen*	0	0
Jorma Mikkonen	5,791	5,529
*) Member of the Group Executive Board from 1 July 2016		

Long and short-term incentive programmes

Lassila & Tikanoja has a one-year share-based incentive programme that was initiated in 2017. The one-year share-based incentive programme that started in 2016 ended at the close of the financial year. The company also has a bonus scheme, which is described in greater detail under Remuneration and Shareholdings of the Group Executive Board.

Share-based incentive programme 2017

L&T's Board of Directors decided at a meeting held on 13 December 2016 on a one-year share-based incentive programme to form a part of the incentive and commitment scheme for the company's key personnel.

The earnings period began on 1 January 2017 and will end on 31 December 2017. Potential rewards will be paid during the year following the earnings period partly as shares and partly in cash. Rewards to be paid for the year 2017 will be based on the Group's EVA result.

No reward will be paid if a key person's employment ends before the reward payment. Any shares earned through the incentive programme must be held for a minimum period of two years following the payment. After that, the members of the Group Executive Board are still required to hold company shares with a value equal to their gross salary for six months and the other programme participants with a value equal to their gross salary for three months as long as they are employed by the company.

A maximum of 31,900 L&T shares may be paid out on the basis of the programme.

The shares to be paid out as potential rewards will be transferred from the shares held by the company, and therefore the incentive programme will have no diluting effect on the share value. The programme covers 10 persons.

Share-based incentive programme 2016

The company's Board of Directors decided at a meeting held on 16 December 2015 on a one-year share-based incentive programme to form a part of the incentive and commitment scheme for the company's key personnel.

The earnings period began on 1 January 2016 and ended on 31 December 2016. The rewards will be paid during the year following the earnings period partly as shares and partly in cash. The rewards to be paid for 2016 are based on the Group's EVA result.

No reward will be paid if a key person's employment ends before the reward payment. Any shares earned through the incentive programme must be held for a minimum period of two years following the payment. After that, the members of the Group Executive Board are still required to hold company shares with a value equal to their gross salary for six months and the other programme participants with a value equal to their gross salary for three months as long as they are employed by the company.

A maximum of 34,200 L&T shares could be paid out on the basis of the programme.

The shares to be paid out as potential rewards were transferred from the shares held by the company, and therefore the incentive programme had no diluting effect on the share value. The programme covered 10 persons.

A total of 16,110 shares for 2016 were transferred within the programme.

Financial Reporting

The financial reporting principles represent an essential element of L&T's Integrated Management System (IMS). The Group's financial reporting process includes both financial accounting and management accounting. The internal control and risk management systems and procedures pertaining to the financial reporting process are explained in more detail below. Their purpose is to ensure that the information disclosed in the financial reports published by the company is essentially correct.

Audit Committee

The Board of Directors' Audit Committee supervises and monitors the efficiency of L&T's financial reporting process and internal control systems. The duties and operating principles of the audit committee are defined in a charter approved by the Board of Directors. The Audit Committee has reviewed L&T's internal control policy and the Board of Directors has approved it.

The Audit Committee meets at least four times a year before the publication of interim reports and the financial statements release. In its meetings, the Audit Committee reviews the financial information presented by the Chief Financial Officer, as well as interim reports and financial statements releases. The auditor is also invited to attend the meetings. The Audit Committee is presented in more detail in the Committees section.

L&T's financial reporting process

L&T conducts a significant proportion of its business in Finland. Functions related to accounting, sales invoicing, accounts payable and receivable, payments and financing in the financial reporting process in Finland are centralised. Organisation of these functions into different teams allows the separation of

various finance-related tasks. To support the consistent process in Finland, L&T also runs a centralised accounting system and common account framework.

The company's foreign subsidiaries each have independent financial management departments operating in compliance with the accounting principles and reporting instructions issued by the Group's financial management. Foreign subsidiaries submit a monthly reporting package to the Group according to the Group's instructions. Financial controllers supervise operations related to foreign subsidiaries' financial management, their financial reports and financial statements.

L&T's Group financial management is responsible for preparing and updating the Group accounting policies and instructions, and for preparing reporting schedules. The financial management department consolidates subsidiaries' financial statements into consolidated financial statements, which include notes to the financial statements, and prepares interim reports and financial statement releases, official financial statements and the annual report.

Internal control

The financial development of the company is monitored monthly by an operational reporting system covering the whole Group. In addition to actual data, the system provides budgets, forecasts and investment reports. L&T's operations and financial reports are monitored and compared against budgets and forecasts at different organisational levels. Group management, divisional management and area management as well as business unit management analyse the results and any nonconformities. Divisional business controllers also analyse the financial reports and prepare reports for management use. The duties of controllers also include supervision of the accuracy of financial reports and analysis of results.

L&T's Group financial management has defined and documented the control objectives and control points associated with external financial reporting in 2009. Control points have been specified both for individual companies and for Group accounting, and they represent a minimum requirement imposed by the Group on internal control of financial reporting. Foreign subsidiaries have been informed of the control points, and the Group's financial management assesses foreign subsidiaries' operations against the specified control points as part of their regular visits.

The company has financing, disclosure and risk management and insurance policies as well as an internal control policy confirmed by the Board of Directors.

Risk management

The risks associated with financial management processes are assessed in the risk management process, which is part of L&T's Integrated Management System. Risks identified through risk assessment are prioritised, action plans and schedules are prepared, and persons responsible for implementing the actions are named. Implementation of actions is monitored annually. The risk management process is described in more detail in the next section, Key Risk Management Principles.

Key Risk Management Principles

Risk management at L&T aims to identify significant risk factors, prepare for them and manage them in an optimal way so that the company's objectives are achieved. Comprehensive risk management endeavours to manage the Group's risk as a whole and not just individual risk factors.

Responsibilities

The principles of L&T's risk management are approved by the company's Board of Directors. The Board monitors the implementation of risk management and assesses the efficiency of the methods employed. The President and CEO is responsible for the organisation and implementation of risk management. The principles for financial risk management are defined in the Group's Financial Policy. The principles for insurance risk management are specified in the Insurance Policy.

Identification, assessment and reporting of risks

The risk management process is defined in L&T's Integrated Management System. As part of the annual strategy process, risks are assessed at the Group and division levels, in units outside Finland as well as within centralised functions defined as critical. In each responsibility area, the executive management assesses its strategic, financial, operational and damage-related risk factors. The assessment of risks takes into consideration the probability of the identified risk materialising and the severity of its consequences. The risks are positioned in a risk matrix accordingly and the significance of the risk is evaluated. Contingency plans are prepared for significant risks and responsibility for the risk management measures is assigned to the relevant parties. The most significant risks identified and preparations for them are reported to the President and CEO and the Board of Directors.

Auditor

The statutory audit of the financial statements of Lassila & Tikanoja is carried out by KPMG Oy Ab, Authorised Public Accountants, elected by the Annual General Meeting. The principal auditor is Lasse Holopainen, Authorised Public Accountant.

The auditors and the Board agree on the audit plan annually and discuss the audit's findings. The principal auditor and the auditor manager attend at least one meeting of the Board of Directors annually.

In 2016, the fees paid for statutory auditing to KPMG group totalled EUR 74,615 (70,115). The fees paid to the auditing company and companies belonging to the same group for non-audit services such as tax, IFRS and due diligence services totalled EUR 176 797 (59,982).

Internal audit

The task of the company's own internal audit organisation is to support the company and its senior management in the achievement of goals by providing a systematic approach to assessing and developing the effectiveness of the organisation's internal control, risk management and governance system. In its operations, the internal audit complies with generally accepted international professional standards concerning internal audit and ethical principles, as well as the operating guidelines confirmed by L&T's Board of Directors.

The internal audit operates under the supervision of the Audit Committee of L&T's Board of Directors and the company's President and CEO. It may also utilise external experts in internal audit assignments when necessary.

Insider guidelines

L&T's Board of Directors has decided that the Group shall observe the currently valid Guidelines for Insiders issued by Nasdaq Helsinki. In addition, the Board has issued complementary guidelines that are in some respects more stringent. L&T also complies with applicable legislation, such as the Market Abuse Regulation and the Securities Market Act, as well as the instructions and guidelines issued by the Finnish Financial Supervisory Authority and the European Securities and Markets Authority.

The General Counsel is responsible for insider issues in the company.

Insider guidelines until 2 July 2016

Until 2 July 2016, the insider register was maintained in the SIRE service of Euroclear Finland Ltd. Insiders with a duty to declare included the members of the Board of Directors, the President and CEO, the principal auditor and the Group Executive Board. Persons included in the company-specific permanent insider register based on their position included the General Counsel, Internal Auditor, Chief Information Officer, Communications Manager and persons designated by them, divisional management teams, executive assistants and persons participating in group accounting, persons preparing stock exchange releases, as well as other separately designated persons. Separate project-specific sub-registers were kept for extensive or otherwise significant projects.

L&T's insiders were not permitted to engage in trading in company shares during the period between the end of the financial period and the disclosure of the result.

The shareholdings and option holdings of L&T's public insiders and the persons closely associated with them are listed on the company's website. However, changes in these shareholdings have not been updated after 3 July 2016.

Insider guidelines from 3 July 2016

The Market Abuse Regulation entered into force on 3 July 2016. As a result of MAR, L&T has not had a public insider list since 3 July 2016. L&T also no longer maintains a permanent company-specific insider register. Instead, the persons involved in insider projects are listed in project- and event-specific insider lists.

L&T has defined the members of the Board of Directors and the President and CEO as persons discharging managerial responsibilities with the obligation to notify transactions ("managers"). These managers and the persons closely associated with them are required to notify L&T and the Finnish Financial Supervisory Authority of all transactions involving financial instruments issued by L&T or related to L&T. Transactions by managers and the persons closely associated with them are published as stock exchange releases via the company website.

L&T's managers may not trade in L&T's financial instruments on their own account or for the account of a third party for a closed period of 30 days preceding the publication of the company's interim reports, half-year report and financial statements release, including the date of publication. The closed period preceding result announcements and the restriction of trading during the closed period also apply to the persons who participate in the preparation of interim reports and the financial statements release, or who otherwise have regular access to L&T's undisclosed financial information.

Related-party transactions

L&T reports information on related-party transactions in the report by the Board of Directors and in the notes to the financial statements. The company also evaluates and monitors transactions between the company and its related parties and aims to ensure that any conflicts of interest are taken into consideration in decision-making. A summary of related-party transactions is provided in note 34 to the financial statements. L&T does not currently have related-party transactions that would be material to the company and that would deviate from the company's normal business operations or not be made on market or market equivalent terms.